

**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

**SECURITIES AND EXCHANGE  
COMMISSION,**

**Plaintiff,**

**Civil Action No. 2:16-cv-05043-JS**

**v.**

**LEON G. COOPERMAN and  
OMEGA ADVISORS, INC.,**

**Defendants.**

**JOINT MOTION TO ENTER FINAL JUDGMENT PURSUANT TO CONSENT**

WHEREAS, the parties, Plaintiff, the Securities and Exchange Commission (the “Commission”), and Defendants, Leon G. Cooperman and Omega Advisors, Inc. (“Defendants”) have agreed to a settlement resolving all claims filed in this action;

WHEREAS, the terms of this settlement, fully set forth in the executed Consent of Defendant Leon G. Cooperman (“Cooperman”), attached hereto as Exhibit A, the executed Consent of Defendant Omega Advisors, Inc. (“Omega”), attached hereto as Exhibit B, the proposed Final Judgment as to Defendant Leon G. Cooperman, attached hereto as Exhibit C, and the proposed Final Judgment as to Defendant Omega Advisors, Inc., attached hereto as Exhibit D, include but are not limited to:

- Without admitting or denying the allegations of the Complaint, Cooperman consents to an injunction permanently restraining and enjoining him from violating Sections 10(b), 13(d), and 16(a) of the Securities Exchange Act of 1934 (“Exchange Act”) and Rules 10b-5, 13d-1, 13d-2 and 16a-3 thereunder;

- Without admitting or denying the allegations of the Complaint, Omega consents to an injunction permanently restraining and enjoining it from violating Section 10(b) of the Exchange Act and Rule 10b-5 thereunder;
- With respect to Claim I of the complaint, Defendants will pay disgorgement, jointly and severally, of \$1,759,049, plus prejudgment interest thereon in the amount of \$429,041;
- With respect to Claim I of the complaint, Defendants will pay a civil penalty, jointly and severally, in the amount of \$1,759,049 under Section 21A of the Exchange Act;
- With respect to Claims II and III of the complaint, Cooperman will pay a civil penalty in the amount of \$1,000,000 under Section 21(d)(3) of the Exchange Act;
- Defendants shall comply with certain undertakings, including but not limited to monthly certifications by anyone at Omega who directs a trade, including Cooperman, that no trades were made in violation of Section 10(b) of the Exchange Act, the retention of an Independent Compliance Consultant who will review Omega's policies and procedures and recommend any necessary improvements to ensure compliance with the federal securities laws, training of all Omega personnel, annual reports by the Independent Compliance Consultant, retention of a nationally recognized law firm to file beneficial ownership reports and amendments thereto required under Sections 13(b) and 16(a) of the Exchange Act, and certifications of compliance with the terms of the Final Judgment by the Defendants beginning on February 1, 2018 and on an annual basis for the period of engagement, as set forth in Exhibits A and B;

WHEREAS, the parties agree that the proposed Final Judgments, attached hereto as Exhibits C and D, are fair, reasonable, and the public interest would not be disserved by their entry;

WHEREFORE, Plaintiff and Defendants, by their undersigned counsel, hereby jointly move the Court for entry of Final Judgments in this matter, in the forms attached hereto as Exhibits C and D.

Dated: May 18, 2017

Respectfully Submitted,

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